

**UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

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|---|---|-----------------|
| LHB INSURANCE BROKERAGE INC., on behalf of itself and all others similarly situated, |) | ECF CASE |
| |) | |
| Plaintiff, |) | |
| |) | |
| v. |) | |
| |) | |
| CITIGROUP INC. and CITIGROUP GLOBAL MARKETS, INC., |) | |
| |) | |
| Defendants. |) | |
| |) | |
| <hr/> |) | |
| LISA SWANSON, Individually And On Behalf of All Others Similarly Situated, |) | ECF CASE |
| |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| |) | |
| v. |) | |
| |) | |
| CITIGROUP, INC., CITIGROUP GLOBAL MARKETS, INC. and CITI SMITH BARNEY, |) | |
| |) | |
| Defendants. |) | |
| |) | |
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| WEDGEWOOD TACOMA LLC, Individually And On Behalf of All Others Similarly Situated, |) | ECF CASE |
| |) | |
| |) | |
| Plaintiff, |) | |
| |) | |
| |) | |
| v. |) | |
| |) | |
| CITIGROUP INC., CITIGROUP GLOBAL MARKETS, INC., and CITI SMITH BARNEY, |) | |
| |) | |
| Defendants. |) | |
| |) | |

**NOTICE OF MOTION OF DR. MICHAEL A. PASSIDOMO FOR
CONSOLIDATION AND FOR APPOINTMENT OF LEAD PLAINTIFF
AND LEAD COUNSEL**

PLEASE TAKE NOTICE that pursuant to Rule 42(a) of the Federal Rules of Civil Procedure and the Private Securities Litigation Reform Act of 1995 (“PSLRA”), Dr. Michael A. Passidomo will move this Court, at a time and place to be determined, for an Order:

- (1) consolidating the above-captioned actions filed on behalf of the purchasers of Auction Rate Securities sold by Defendants (the “Actions”);
- (2) appointing Dr. Michael A. Passidomo as Lead Plaintiff in the Actions under Section 21(D)(a)(3)(B) of the PSLRA; and
- (3) approving Dr. Michael A. Passidomo’s selection of Zwerling, Schachter & Zwerling, LLP as Lead Counsel.

This motion is supported by the accompanying Memorandum of Law in Support of The Motion of Dr. Michael A. Passidomo for Consolidation and for Appointment of Lead Plaintiff and Lead Counsel, the [Proposed] Order Consolidating the Actions and Appointing Dr. Michael A. Passidomo as Lead Plaintiff and Approving Lead Plaintiff’s Choice of Lead Counsel, the accompanying Affidavit of Richard A. Speirs in Support of The Motion of Dr. Michael A. Passidomo and the exhibits attached thereto, all of the prior pleadings and proceedings had herein, and such other written and/or oral argument, as may be presented to the Court.

Dated: May 27, 2008

Respectfully Submitted,

**ZWERLING, SCHACHTER
& ZWERLING, LLP**

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**UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

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|---|---|----------------------------------|
| LHB INSURANCE BROKERAGE INC., on behalf of itself and all others similarly situated, |) | ECF CASE |
| |) | Civil Case No: 1:08-CV-03095-LTS |
| Plaintiff, |) | |
| |) | |
| v. |) | |
| CITIGROUP INC. and CITIGROUP GLOBAL MARKETS, INC., |) | |
| |) | |
| Defendants. |) | |
| |) | |
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| LISA SWANSON, Individually And On Behalf of All Others Similarly Situated, |) | ECF CASE |
| |) | |
| Plaintiff, |) | Civil Case No: 1:08-CV-03139-LTS |
| |) | |
| v. |) | |
| CITIGROUP, INC., CITIGROUP GLOBAL MARKETS, INC. and CITI SMITH BARNEY, |) | |
| |) | |
| Defendants. |) | |
| |) | |
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| WEDGEWOOD TACOMA LLC, Individually And On Behalf of All Others Similarly Situated, |) | ECF CASE |
| |) | |
| Plaintiff, |) | Civil Case No: 1:08-CV-04360-UT |
| |) | |
| v. |) | |
| CITIGROUP INC., CITIGROUP GLOBAL MARKETS, INC., and CITI SMITH BARNEY, |) | |
| |) | |
| Defendants. |) | |
| |) | |

**[PROPOSED] ORDER CONSOLIDATING THE ACTIONS, APPOINTING DR.
MICHAEL A. PASSIDOMO AS LEAD PLAINTIFF AND APPROVING LEAD
PLAINTIFF'S CHOICE OF LEAD COUNSEL**

The Court, having considered the papers filed in support of the motion by Movant Dr. Michael A. Passidomo to consolidate these actions, appoints Dr. Michael A. Passidomo as Lead Plaintiff pursuant to the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), and appoints Zwerling, Schachter & Zwerling, LLP (“Zwerling, Schachter”) as Lead Counsel, and, for good cause shown, hereby enters the following Order.

1. The following actions (the “Actions”), which allege similar factual and legal issues, are consolidated, pursuant to Rule 42(a) of the Federal Rules of Civil Procedure, for all purposes, including discovery, pretrial proceedings, trial and appeal:

Case Name

Case No.

LHB Insurance Brokerage Inc. v. Citigroup Inc.

No. 1:08-CV-03095-LTS

Swanson v. Citigroup, Inc.

No. 1:08-CV-03139-LTS

Wedgewood Tacoma, LLC v. Citigroup Inc.

No. 1:08-CV-04360-UA

2. A Master Docket and a Master File are hereby established for the Actions.

3. The Actions shall be identified as *In re Citigroup Auction Rate Securities Litigation*, Civil Action No. 1:08-CV-03095-LTS, and the files of the Actions shall be maintained in one file under Master File No. 1:08-CV-03095-LTS. Any other actions now pending or later filed in or transferred into this district that arise out of the same facts and claims alleged in the Actions shall be consolidated for all purposes, if and when they are brought to the Court’s attention.

4. Every pleading filed in these Actions, or in any separate action included herein, shall bear the following caption:

IN RE CITIGROUP AUCTION RATE
SECURITIES LITIGATION

: 1:08-CV-03095-LTS

: AND RELATED CASES

THIS DOCUMENT RELATES TO:

5. When a pleading is intended to be applicable to all actions governed by this Order, the words "All Actions" shall appear immediately after the words "This Document Relates to:" in the caption set out above. All pleadings that are applicable to "All Actions" shall be filed in the Master File and noted on the Master Docket. No further papers need be filed or docket entries made.

6. When a pleading is intended to be applicable only to some, but not all, of the Actions, the Court's docket number for each individual action to which the pleading is intended to be applicable and the last name of the first-named plaintiff in the individual action shall appear immediately after the words "This Document Relates to:" in the caption described above.

7. When a pleading is filed and the caption shows that it is to be applicable to less than all of the Actions, the clerk shall file the pleading in the Master File, and shall note the filing in both the Master Docket and the docket of each applicable action.

8. When a case related to the subject matter of the Actions is filed in this Court or transferred to this Court from another court:

- a. The Clerk of this Court shall place a copy of this Order in the separate file for such action, after notification to Lead Counsel;
- b. Lead Counsel shall mail to the attorneys for the plaintiffs in the newly-filed or transferred case a copy of this Order and direct that this Order be served upon or mailed to any new defendants in the newly filed or transferred case; and
- c. The Clerk of this Court shall make an appropriate entry on the Master Docket. This Court requests the assistance of counsel in calling the attention of the

Clerk of this Court to the filing or transfer of any case which may properly be consolidated as part of *In re Citigroup Auction Rate Securities Litigation*.

9. Dr. Michael A. Passidomo has also moved this Court to appoint him as Lead Plaintiff in this class action and approve his choice of the law firm of Zwerling, Schachter to be Lead Counsel.

10. This Court, having considered the provisions of the PSLRA, hereby determines that Dr. Michael A. Passidomo is the “most adequate plaintiff” and that he satisfies the requirements of the PSLRA. The Court hereby appoints Dr. Michael A. Passidomo to be Lead Plaintiff to represent the interests of the class.

11. The Lead Plaintiff, pursuant to the PSLRA, has selected and retained the law firm of Zwerling, Schachter to be Lead Counsel. This Court approves that selection, and hereby appoints Zwerling, Schachter as Lead Counsel.

12. Lead Counsel shall have the following responsibilities and duties, to be carried out either personally or through counsel whom Lead Counsel shall designate:

- a. To coordinate and direct the briefing and argument of any and all motions;
- b. To coordinate and direct the conduct of any and all discovery proceedings;
- c. To coordinate and direct the examination of any and all witnesses in depositions;
- d. To coordinate and direct the selection of counsel to act as a spokesperson at all pre-trial conferences;
- e. To call meetings of the plaintiff's counsel as they deem necessary and appropriate from time to time;
- f. To coordinate and direct all settlement negotiations with counsel for the defendants;
- g. To coordinate and direct the preparation for trial and the trial of this matter and to delegate work responsibilities to selected counsel as may be required;
- h. To coordinate and direct the preparation and filing of all pleadings; and

i. To coordinate and direct any other matters concerning the prosecution or resolution of this action.

13. No motion, request for discovery, or other pretrial proceedings shall be initiated or filed by any plaintiff without the approval of Lead Counsel, so as to prevent duplicative pleadings or discovery by plaintiffs. No settlement negotiations shall be conducted without the approval of Lead Counsel.

14. Lead Counsel shall be the contact between the plaintiffs' counsel and defendants' counsel, as well as the spokesperson for plaintiffs' counsel.

15. Defendants shall effect service of papers on plaintiffs by serving a copy of same on Lead Counsel through the Court's electronic filing system. Lead Plaintiff shall effect service of papers on defendants by serving a copy of same on defendants' counsel through the Court's electronic filing system.

DATED: _____, 2008

IT IS SO ORDERED

United States District Judge

**UNITED STATES DISTRICT COURT FOR THE
SOUTHERN DISTRICT OF NEW YORK**

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| LHB INSURANCE BROKERAGE INC., on behalf of itself and all others similarly situated, |) | ECF CASE |
| |) | |
| Plaintiff, |) | |
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| v. |) | |
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| CITIGROUP INC. and CITIGROUP GLOBAL MARKETS, INC., |) | |
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| Defendants. |) | |
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| Plaintiff, |) | |
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| |) | |
| Defendants. |) | |
| |) | |

CERTIFICATE OF SERVICE

I, Richard A. Speirs, hereby certify that on March 27, 2008, I electronically filed the following documents:

- **NOTICE OF MOTION OF DR. MICHAEL A. PASSIDOMO FOR CONSOLIDATION AND FOR APPOINTMENT OF LEAD PLAINTIFF AND LEAD COUNSEL;**
- **MEMORANDUM OF LAW IN SUPPORT OF THE MOTION OF DR. MICHAEL A. PASSIDOMO FOR CONSOLIDATION AND FOR APPOINTMENT OF LEAD PLAINTIFF AND LEAD COUNSEL;**
- **AFFIDAVIT OF RICHARD A. SPEIRS IN SUPPORT OF THE MOTION OF DR. MICHAEL A. PASSIDOMO FOR CONSOLIDATION AND FOR APPOINTMENT OF LEAD PLAINTIFF AND LEAD COUNSEL; AND**
- **[PROPOSED] ORDER CONSOLIDATING THE ACTIONS, APPOINTING DR. MICHAEL A. PASSIDOMO AS LEAD PLAINTIFF AND APPROVING LEAD PLAINTIFF'S CHOICE OF LEAD COUNSEL**

I filed these documents using the United States District Court, Southern District of New York's mandated CM/ECF system. Counsel of record are required by the Court to be registered on the CM/ECF system, and as such are automatically deemed served with a copy of the documents upon confirmation of electronic filing.

Dated: May 27, 2008

/s/ Richard A. Speirs
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